



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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ADRIAN HUFF, as Chairman of the Board of Trustees  
of TEAMSTERS LOCAL 445 FREIGHT DIVISION PENSION  
FUND,

Plaintiff,

CIVIL ACTION NO. 07 CIV. 5926

-against-

MID-HUDSON STEEL CORP., GRAMMAR, DEMPSEY & HUDSON,  
INC., BRIDGEPORT STEEL CO., BUELL SPECIALTY STEEL  
CO., PABRICO STEEL FABRICATORS INC., ELKHART SCRAP  
METALS CORP., ELKHART SCRAP LIGHT HAULING, ZINC  
CONSTRUCTION CORP., and AIROTRAX, INC.,  
Defendants.

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300 Quarropas Street  
White Plains, New York  
April 30, 2008  
10:15 a.m.

Deposition of the Defendant, GRAMMER, DEMPSEY  
& HUDSON, INC., by and through JAMES F. HUDSON,  
held pursuant to notice at the above time and  
place before a Notary Public of the State of New  
York.

Valerie Tatavitto  
Shorthand Reporter

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1  
2 APPEARANCES:3  
4 SAPIR & FRUMKIN, LLP  
Attorneys for the Plaintiffs  
5 399 Knollwood Road-Suite 310  
White Plains, New York 10603  
6 BY: DANIEL T. DRIESEN, ESQ.  
7  
89 FOX ROTHSCHILD, LLP  
Attorneys for the Defendants  
10 100 Park Avenue-Suite 1500  
New York, New York 10017  
11 BY: KEITH R. MC MURDY, ESQ.  
12  
13

## 14 ALSO PRESENT:

15 Mr. Scott R. Abraham, Esq.  
16  
17  
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21  
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25

1 JAMES F. HUDSON

2 A. 249 Walnut Street, Westfield, New  
3 Jersey 07090.4 MR. DRIESEN: Okay. The time is  
5 10:15 by the way.6 Q. Okay. Today, Mr. Hudson, you're here  
7 to be deposed in connection with a litigation that  
8 was brought about by Mr. Huff and the funds  
9 regarding withdrawal liability.10 During the course of the deposition,  
11 I'll ask you a number of questions. I ask that  
12 you let me complete my question before you provide  
13 an answer. I ask that your answers all be in the  
14 form of a complete yes, no, not uh-huh or head  
15 gestures or other things that won't appear on the  
16 record.

17 A. Okay.

18 Q. If you have a question about what I'm  
19 asking you, if you don't understand, if it's not  
20 clear, I ask that you inform me immediately and  
21 ask me to rephrase it, I'll be happy to do that.  
22 Otherwise we will assume that you understood the  
23 question as it was posed to you and that your  
24 answer is to what was being asked.

25 As your attorney mentioned before

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1 JAMES F. HUDSON,  
2 having been first duly sworn by Valerie  
3 Tatavitto, a Notary Public within and  
4 for the State of New York, was examined  
5 and testified as follows:  
6

7 \* \* \* \* \*

## 8 EXAMINATION BY MR. DRIESEN:

9 Q. State your name for the record,  
10 please.

11 A. James F. Hudson.

12 Q. What is your address?

13 A. 212 Rome Street, Newark, New Jersey  
14 07101.15 Q. Good morning, Mr. Hudson. My name is  
16 Daniel Driesen. I'm an attorney with Sapir &  
17 Frumkin. We represent plaintiffs in this matter  
18 Adrian Huff president of Local 445 funds, the  
19 various funds, as you're aware.20 Can you please state your name for  
21 the record, full name.

22 A. James F. Hudson.

23 Q. Okay. And where you reside?

24 A. I reside in Westfield, New Jersey.

25 Q. And what's your address?

1 JAMES F. HUDSON

2 when we got here, if there's any reason why you  
3 think we need to take a break, bathroom, what have  
4 you, just let me know. That should be fine. All  
5 I ask is that if there is a question pending that  
6 you answer the question that's been asked of you  
7 then you take your break.8 During the course of the questioning,  
9 again, if you don't understand a question you can  
10 certainly ask me to explain it. Your attorney  
11 will certainly fulfill his functions as  
12 representing you in the deposition, but you're not  
13 allowed to consult with him about the answers that  
14 need to be formed except with the matter if it may  
15 encroach upon privilege, which I'm sure he'll  
16 object to, but, again, I'm not asking about  
17 communications you've had with counsel in  
18 connection with this matter.19 A. Okay. So, in other words, I can't  
20 ask him some question about how to answer a  
21 question?22 Q. Correct. Unless you think that  
23 question requires you to divulge some  
24 communication that was privileged between you and  
25 your counsel, you have to answer the question.

JAMES F. HUDSON

You can't ask him how to formulate an answer.

**A. All right. I'm not sure what privileged will be.**

MR. MC MURDY: I'll let you know if it comes up.

Q. He'll be happy to jump in. That's why you're paying him.

**A. All right.**

Q. The only question I have for you at this point before we start is: Is there any reason, medical or otherwise, why you believe you would not be able to understand the questions I'm asking today or to formulate an answer or recall events as they pertain to the questions?

**A. No.**

Q. Okay. Have you been deposed before?

**A. Yes.**

Q. And how many times have you been deposed?

**A. Once.**

Q. And when was that?

**A. About 20 years ago.**

Q. Was that a business matter --

**A. Yes.**

JAMES F. HUDSON

Q. -- related to your company?

**A. Yes.**

Q. What kind of -- what was the nature of the claims?

**A. The nature of the claim was a insurance matter where a piece of steel was involved in the injury of a employee of a company that we sold the steel to.**

Q. Okay. Other than that, you've never been deposed at any other time prior to today?

**A. That's correct.**

Q. Have you ever testified in court under oath other than -- well, at any time?

**A. I was an officer in the Army and I -- we had court as a, you know, as a lieutenant, I had to conduct court. So that's the only experience I've gotten.**

Q. Okay. All right. Before you indicated your residence was in Westfield, New Jersey. With whom do you reside?

**A. Pardon me?**

Q. With whom do you reside?

**A. I don't understand the question. You mean my wife or -- no. I reside by myself in**

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Westfield, New Jersey.

Q. And where are you employed, Mr. Hudson?

**A. I am employed at Grammer, Dempsey & Hudson in Newark, New Jersey.**

Q. Are you employed by any other companies or entities?

**A. Yes.**

Q. What other companies or entities?

**A. I'm employed by Anderson Metals Company.**

Q. And where are they located?

**A. They're in Huntingdon Valley, Pennsylvania.**

Q. Any other companies?

**A. No.**

Q. Any other business entities whatsoever that pay you any sort of compensation or salary?

**A. I'm a director of two companies.**

Q. Which companies?

**A. One is Precision Kidd Steel Company.**

Q. Precision?

**A. Kid, K-I-D-D, Steel Company. And the**

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you listed, are you a director or officer for any other companies?

**A. No.**

Q. Are you a board member for any companies or businesses other than the four that we listed?

**A. No.**

Q. These are the four companies that you have an interest in as of today; correct?

**A. Yes.**

Q. Prior to today, were you an owner or an employee of a company in the last -- strike the question for a second.

Since 2004, have you been an owner, an employee or a director of any company other than the four that you listed here today?

**A. No.**

Q. Has any business that you worked for or had an ownership interest in ever filed for bankruptcy?

**A. Yes.**

Q. What business or businesses?

**A. I can't remember the name of the -- one of the businesses. I was on the board of a**

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Q. Do you know the address?

**A. I recall it to be -- I think it was 109 Shaw Road physically. It's actually the town was Circleville, which is a -- on the outskirts of Middletown, but our postal address was Middletown.**

Q. Did Mid-Hudson own or lease the property on which it was located?

**A. No. Excuse me. I'm sorry, I made a mistake.**

Q. No problem.

**A. We did not own the property. We leased it. Mid-Hudson leased the property.**

Q. And from whom did Mid-Hudson lease the property?

**A. A real estate corporation by the name of Mid-Ford Corporation.**

Q. Do you have any professional affiliation with Mid-Ford Corporation, ownership interest, employee, officer?

**A. Yes.**

Q. Is Mid-Ford Corporation still an active business?

**A. Not -- no, not really.**

Q. Well, has it --

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company 20 years ago that filed for bankruptcy, maybe 30 years ago, and I can't remember the name of it.

Q. Other than that company, are there any other businesses which you were an employee, a director, an officer or had a ownership interest in, if privately held, that declared bankruptcy?

**A. No.**

Q. Okay. Company Mid-Hudson, is that a -- Mid-Hudson Steel Corporation, is that a business that you have been an owner, a director or an employee of?

**A. Yes.**

Q. Okay. And what is Mid-Hudson, what business is it in?

**A. Mid-Hudson was in the business of steel distribution.**

Q. You say was. When did Mid-Hudson cease operation?

**A. 2004.**

Q. Okay. Where was Mid-Hudson physically located?

**A. It was located in Middletown, New York.**

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**A. No. It's not an active business.**

Q. Has it declared itself inactive in any official capacity?

**A. No.**

Q. What was your relationship with Mid-Ford Corporation?

**A. I was a partial owner.**

Q. Who else was a partial owner of Mid-Ford?

**A. My father, my sister, my brother. I'm not sure of the breakdown of it.**

Q. And your father's name is?

**A. James Hudson.**

Q. Same middle initial?

**A. No. He's James Hudson. No middle initial.**

Q. And your sister's name?

**A. Judith. She goes by Hudson although she's married.**

Q. And what's her married name?

**A. Price.**

Q. P-R-I-C-E?

**A. Uh-huh.**

Q. And your brother's name?

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A. **Morgan. J. Morgan Hudson.**

Q. So other than your father, your sister and your brother, were there any other owners of Mid-Ford Corporation?

A. **There may've been.**

Q. To the best of your recollection, who may've been an owner of Mid-Ford Corporation?

A. **My children and my brother's children and my sister's children.**

Q. What are your children's names?

A. **Andrew and James.**

Q. And your brother's children's names?

A. **Allison and Shelby.**

Q. Allison is spelled how?

A. **A-L-L-I-S-O-N.**

Q. Allison, Shelby. Any other children that were owners?

A. **No.**

Q. And your sister's children?

A. **Are Genevieve and -- I'm drawing a blank here. It will come to me in a half an hour. I just talked to her yesterday, a couple days ago. Her name begins with A, but I cannot think of it. I can't remember it.**

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Q. Are your children minors or are they grown?

A. **No. None of these -- excuse me. My children are grown and so is Allison and Shelby. Genevieve and -- is not.**

Q. Okay. Do you know Allison's last name? Does she go by the name of Hudson or Price?

A. **Yes. Hudson.**

Q. And Shelby?

A. **Same.**

Q. Genevieve?

A. **Price.**

Q. So other than the relatives that you listed, do you recall any other owners of Mid-Ford Corporation?

A. **No.**

Q. And when was Mid-Ford Corporation -- when did it begin, when was it founded?

A. **I don't know. I would say -- I would estimate in the fifties.**

Q. 1950s?

A. **Yeah. Just a guesstimate.**

Q. Was it started by your father?

A. **It may have been. He was definitely**

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**one of the principals in it, probably. Well, I mean, not probably. He was definitely one of the principals, but I don't know if he had partners at the time.**

Q. But there came a time when the only principals in the company -- the only owners in the company were you and the various family members you listed?

A. **Right.**

Q. Can you recall approximately when that might have been, the ownership of Mid-Ford Corporation was solely -- solely consisted of you and your family members?

A. **Do I recall -- I don't understand the question.**

Q. Do you recall at what point, to the best of your recollection, that the ownership of Mid-Ford Corporation consisted solely of yourself and your family members that you listed?

A. **Do I recall at what point that occurred?**

Q. Yeah. What time frame?

A. **No. I don't know the time frame. As I indicated before I think it was formed in the**

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**early fifties-ish and I would say we probably -- my father took control early sixties. That's a guesstimate.**

Q. And where was Mid-Ford Corporation? Where did they operate their business?

A. **Newark, New Jersey.**

Q. Do you know what address they operated from?

A. **P.O. Box 1059, Newark, New Jersey.**

Q. Okay. That's PO box, where were they physically located?

A. **212 Rome Street.**

Q. 212 Rome Street?

A. **Right.**

Q. After Mid-Hudson ceased its operations at the location you provided to us in either Circleville or Middletown, what happened with respect to the property that it utilized?

A. **In what way do you mean? What happened to the property?**

Q. You indicated Mid-Ford owned the property, leased it out to Mid-Hudson --

A. **Mid-Ford sold the property.**

Q. It sold the property.

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**A. Right.**

Q. At what time, concurrent with the ceasing of the operations of Mid-Hudson?

**A. Close to probably.**

Q. Do you know to what business or entity Mid-Ford sold the property at which Mid-Hudson was located?

**A. I don't know.**

Q. After the sale of the property that we've been describing in Middletown or Circleville, did Mid-Ford own or lease any other properties of which you're aware?

**A. Yes. They owned some property in North Carolina.**

Q. Does Mid-Ford still own that property?

**A. No. Well, excuse me, I'm not sure. I'm not sure. I'd have to --**

Q. So other than the possibility of property in North Carolina, is there any other property or any other assets that Mid-Ford Corporation possesses -- possessed in 2004?

**A. No.**

Q. Do you know if Mid-Ford has filed any

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financial statements or tax returns since 2004?

**A. No. They have not. Maybe since 2005. I think they filed something in 2004.**

Q. Okay. We were talking about Mid-Hudson Corporation.

**A. Yes.**

Q. Mid-Hudson Steel Corporation, obviously if I refer to Mid-Hudson, I'm referring to Mid-Hudson Steel Corporation. We have that understanding?

**A. Yes.**

Q. Is there any other company that operates with the name Mid-Hudson other than -- or operated with the name of Mid-Hudson other than Mid-Hudson Steel Corporation? Let me rephrase the question.

**A. I don't think that's legal, is it?**

Q. Well, I just want to avoid confusion.

**A. No. It's Mid-Hudson Steel Corporation. To the best of my knowledge, it's just Mid-Hudson Steel.**

Q. Okay. And are you aware of any other business that you were affiliated with that used the name Mid-Hudson in its title?

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**A. No, no.**

Q. I only ask because I've had companies where --

**A. Might be one in the world someplace.**

Q. But nothing that's affiliated with you?

**A. No.**

Q. So when I refer to Mid-Hudson, we know what I'm talking about?

**A. Right.**

Q. That's fine.

For how long had Mid-Hudson been in business?

**A. I would say Mid-Hudson was in business since the fifties. Might have been the sixties. I'm not sure on that. I can say that I know that it went back to -- I know they were in business in 1970, 1968. So I presume that they were in business prior to 1968 for a few years.**

Q. Was it always located at the address that you provided for us in Circleville?

**A. Yes.**

Q. Now, in the year 2004, who were the owners of Mid-Hudson Corporation?

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**A. Grammer, Dempsey & Hudson was the owner.**

Q. So Grammer, Dempsey, Hudson, if I refer to it as GDH you understand what I'm referring to?

**A. Right.**

Q. So GDH was the sole owner of Mid-Hudson Steel Corporation?

**A. Yes.**

Q. And your position with Mid-Hudson, what was that prior to the company's ceasing operation?

**A. I was president.**

Q. And how long had you held that position?

**A. Twenty years approximately.**

Q. And was that your only role within the company or did you have others?

**A. That was my only role.**

Q. Prior to being the president of the company, did you have any position, any affiliation, with Mid-Hudson?

**A. Well, I was a partial owner of Grammer, Dempsey & Hudson would be my only**



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**affiliation.**

Q. But you never held another title at Mid-Hudson?

A. No.

Q. And as president of Mid-Hudson, what were your job duties?

A. To oversee the operation, talk and provide guidance to the management of Mid-Hudson.

Q. And in 2004, how many people were employed by Mid-Hudson?

A. Let's see, I'd say approximately six.

Q. And prior to 2004, were there periods when Mid-Hudson employed a greater number of people?

A. Yes.

Q. What was the largest number of employees that Mid-Hudson had during your tenure as president?

A. Mr. Driesen, I can't be specific on that, but I would estimate it was probably about eight.

Q. Okay.

A. We had -- let's see, we had two inside, possibly an outside, might have been nine,

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but I would say eight would be the best answer. It could've maxed at nine. I'm not sure.

Q. Okay. In the year prior to Mid-Hudson ceasing operations, so roughly August 2003 to August 2004, how many of your employees were management employees?

A. I would say one.

Q. Yourself?

A. No.

Q. Other than yourself?

A. No. Other than myself one.

Q. Who was that?

A. His name was Walter Dul, D-U-L.

Q. D -- I'm sorry?

A. D-U-L.

Q. Okay. And what was his title?

A. General manager.

Q. And how long had Mr. Dul been employed by Mid-Hudson?

A. This is an estimate. I'd say a dozen years.

Q. And when did his employment terminate with Mid-Hudson?

A. It terminated when we closed the

**JAMES F. HUDSON**

**operation.**

Q. Do you know where Mr. Dul's employed -- strike that.

After you terminated the operation of Mid-Hudson, do you know where Mr. Dul was employed, if at all?

A. No, I do not. I had -- I was -- no. I'm not really sure.

Q. Of the remaining employees of Mid-Hudson during the year prior to its ceasing operation, how many were, would you describe, as office staff or administrative?

A. Want to start the first part of the sentence again?

Q. Sure. During the year period prior to the cessation of operation of Mid-Hudson, how many of its employees were, would you characterize, as office staff?

A. Two.

Q. And who were they?

A. Walter Dul and a woman whose name I can't recall anymore.

Q. The woman that you can't recall, what was her position with the company?

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A. Secretary/sales.

Q. And the remaining employees of Mid-Hudson, during the time period I just inquired about, where were they employed? What were their functions?

A. They were called warehouseman.

Q. And so how many of --

A. Four.

Q. Four of those.

Do you recall who they were?

A. Their names?

Q. Yeah.

A. I can see their faces, but I can't remember all their names at this point. It's been four or five years.

Joel Reinhardt. The rest are first names.

Q. List what you can recall.

A. Again, I could come back to that. I will recall them. I --

Q. That's fine.

A. -- I know their faces.

Q. That's fine. We can leave a space.



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**\*\*DOCUMENT/DATA REQUESTED\*\***

**A. I did not sign the payroll.**

Q. Who did sign the payroll?

**A. Walter Dul or somebody in Newark. Payroll person in Newark.**

Q. Someone in Newark?

**A. Newark, New Jersey.**

Q. An employee of Grammer, Dempsey Hudson or --

**A. Yeah. Right.**

Q. Okay. Did -- first of all, was there any other employees of Mid-Hudson other than the people that we've discussed or people in the positions that we've discussed, the warehouseman and the two office?

**A. No. That's it. That's what I said. There was six people.**

Q. Okay.

**A. And at the very end, there was probably three in the warehouse, but I -- you said for the year prior, so I took that four. It may have been two at the end or for a month or two.**

Q. Understood.

**A. Probably. 'Cause we -- I'm just sort**

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**Nissan Middletown or something like that.**

Q. Sure.

**A. And computer equipment, no, I don't know.**

Q. Did any other company share with Mid-Hudson the equipment that you described, the forklifts, the crane, the computer, or was it solely for the use of Mid-Hudson?

**A. It was solely for the use of Mid-Hudson.**

Q. Now, some of Mid-Hudson's workers were represented by a labor union; correct?

**A. Yes.**

Q. And what union or unions represented the employees of Mid-Hudson?

**A. 455 -- 445, excuse me.**

Q. Teamsters 445?

**A. Yes.**

Q. Did any other union or unions represent any employees of Mid-Hudson?

**A. No.**

Q. Do you know for how long Local 445 represented Mid-Hudson workers, period of time?

**A. Off the record. Too long. Since its**

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**of giving you the average for the year.**

Q. I know you indicated that Mid-Hudson leased its property from Mid-Ford Corporation.

Its equipment that it used in its daily functioning as a business, did it own its equipment or did it lease its equipment from some other entity are you aware?

**A. It owned its equipment and leased equipment.**

Q. The leased equipment, do you know from whom they leased the equipment?

**A. Well, we leased a forklift truck for example. Building had a crane which was part of the -- that would be --**

Q. Mid-Ford?

**A. -- Mid-Ford. In a sense, although we didn't have a lease agreement for the crane, but we had the forklift truck. We leased probably some computer equipment.**

Q. Okay. Do you know from whom you leased the forklift truck and the computer equipment?

**A. Well, the forklift truck was Nissan, I believe. I don't know the name of the company,**

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**inception.**

Q. Okay.

**A. Well, let me rephrase that. I don't know. So I should say it was -- they were represented 1968 and thereafter that I know of, but prior to that, I don't know.**

Q. Okay. Now, in terms of people who have a business relationship with Mid-Hudson, you listed the employees before, who were the officers that directed Mid-Hudson?

**A. Myself and my brother Morgan Hudson.**

Q. Any other officers or directors --

**A. No.**

Q. -- of the company?

Just have to ask you to let me finish the question.

**A. I'm sorry.**

Q. That's okay. I know you anticipated it.

**A. I jumped that one a little bit. Sorry.**

Q. It's okay. So you were the president, what position was held by your brother?

**A. Vice president.**

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Q. Any treasurer, any secretary of the company?

A. To be a little more specific, I guess I was the president, secretary and he was vice president, treasurer.

Q. Okay. Sue Fabisak, is she a person you're familiar with?

A. Yes.

Q. Okay. Was she affiliated with Mid-Hudson in any way?

A. No.

Q. Who was Sue Fabisak?

A. She's an employee of GDH.

Q. Jack Jacquin?

A. Same.

Q. Same, employee for GDH?

A. Yes, sir.

Q. Now, your brother, J. Morgan Hudson, did he have any day-to-day duties or responsibilities with respect to the operation of Mid-Hudson?

A. No.

Q. All right. John, Barra, B-A-R-R-A, was he employed or affiliated with Mid-Hudson?

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that name?

A. I'm not familiar with that name.

Q. Bridgette Rich, is she someone who you're familiar with?

A. Richard.

Q. Bridgette?

A. Not familiar.

Q. Okay. Ron Chase? Is he someone you know?

A. Yes.

Q. Who is Ron Chase?

A. Ron Chase was an employee of Grammer, Dempsey & Hudson an affiliate Bridgeport Steel.

Q. And John Feeney, F-E-E-N-E-Y?

A. Yes.

Q. What position?

A. He was -- worked for Grammer, Dempsey & Hudson.

Q. Did he hold any position at any time with Mid-Hudson?

A. No.

Q. And I apologize if I asked this of you before, but I just want to be clear. Were any of the businesses operated or located on the same

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A. No.

Q. Are you familiar with Mr. Barra?

A. Yes. He was a GDH employee. Was a GDH employee.

Q. When did he cease working for GDH?

A. I estimate about 1998. It's a guesstimate.

Q. Okay. Kenyatta Levitates, K-E-N-Y-A-T-T-A, last name L-E-V-I-T-A-T-E-S. Are you familiar with --

A. Can you show that to me, please?

Q. Well, it's in my notes.

A. Let me write it down.

Q. Sure.

A. Go ahead.

Q. First name is Kenyatta, K-E-N-Y-A-T-T-A. Last name is Levitates, L-E-V-I-T-A-T-E-S. Are you familiar with that person?

A. No.

Q. Anyone whose name sounds roughly --

A. I'm not familiar with that person.

Q. Okay. Theresa Shawa, S-H-A-W-A, Theresa Shawa, are you familiar with somebody by

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property that was used by Mid-Hudson?

A. No.

Q. Did Mid-Hudson share its owners or management or employees with other businesses?

A. Did it share its owners?

Q. You indicated the owners were GDH.

A. So, yes, it would've been shared.

Q. Did it share its employees with other businesses? Did the employees of GDH perform responsibilities for any other business entities?

A. I'm not sure what you --

Q. I'm sorry. Strike the question. Apologize.

Did Mid-Hudson share its employees, Mid-Hudson, with any other businesses?

A. No.

Q. Employees perform services for Mid-Hudson, perform services for anybody else?

A. Well, I can -- excuse me. There was a -- you know, people that worked for Mid-Hudson did moonlighting, for example.

Q. Okay. Any other businesses that you --

A. But I didn't. Those are all arm's

**JAMES F. HUDSON**

**lengths on their own.**

Q. All right. That's fine. Now, Mr. Dul you indicated was the general manager for approximately 12 years?

**A. Yes.**

Q. Did he have any other employment of which you're aware from any other company?

**A. Now or before?**

Q. At the time he was there. At the time he was employed at Mid-Hudson.

**A. No.**

Q. Did he have any -- did he ever perform services for Grammer, Dempsey, Hudson or any other companies that were affiliated with Grammer, Dempsey, Hudson?

**A. No.**

Q. Before you listed some of the companies in which you had an ownership interest, which you were employed or which you were director or officer.

**A. Right.**

Q. You mentioned your brother, J. Morgan Hudson is vice president/treasurer or was vice president/treasurer of Mid-Hudson. Do you know

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what other companies your brother, J. Morgan Hudson, is affiliated with as either employee, an owner, an officer or director?

**A. Well, it would be Grammer, Dempsey & Hudson.**

Q. What's his position or title with Grammer, Dempsey & Hudson?

**A. Executive vice president.**

Q. Does he have an ownership interest in --

**A. Yes.**

Q. Any other companies?

**A. Yes. Precision-Marshall Steel Company.**

Q. And what's his position or affiliation with that company?

**A. He's a director.**

Q. Do you have any affiliation with that company?

**A. Do I?**

Q. Yes.

**A. No.**

Q. Other than the director, do you know if he has an ownership interest in

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Precision-Marshall Steel Company?

**A. It's a privately-owned company. He has a small ownership interest.**

Q. Do you know who any of the other owners are of Precision-Marshall Steel Company?

**A. Well, I know the principal owner.**

Q. Who is that?

**A. His name is Jack Milhoulan.**

Q. Can you spell the last name?

**A. M-I-L-H-O-L-A-N. Let me just write it down. M-I-L-H-O-U-L-A-N. Jackson is his first name.**

Q. He's the principal owner of Precision-Marshall Steel?

**A. Yeah.**

Q. And your brother owns a small interest.

Is there anyone else you know who has an interest, ownership interest, in that company?

**A. The Milhoulan family does not own the -- 99 percent of the stock. That's about all I can tell you. I don't know who else owns it, but my brother's share in the company is less than five percent I would say and there may be other**

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**owners of two, three, five percent type owners, but I don't know them.**

Q. You said before your brother's also a director of the company, do you know any other people who are directors of Precision-Marshall Steel Company?

**A. Can I ask why you're asking this question? What does this have to do --**

Q. No. You can't actually. If you can answer, please do.

**A. Do I know any of the other directors of Precision-Marshall Steel Company?**

Q. Yes.

**A. No, I don't. Other than Jackson Milhoulan.**

Q. Correct. Other than those you identified.

Any other officers of the company other than your brother or Mr. Milhoulan, are you aware of any other people who serve as officers?

**A. Yes. I know of an officer. His name is Alan Koch, K-O-C-H.**

Q. Do you know what office he holds with Precision-Marshall Steel?

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**A. No. I don't know the exact title.**

Q. And do you know for how long your brother was an owner or a director of Precision-Marshall Steel?

**A. No. I don't know exactly, Mr. Driesen, I would estimate 15 years, but I don't know for sure.**

Q. Okay. Where is Precision-Marshall Steel located?

**A. Located in Washington, Pennsylvania.**

Q. Other than Precision-Marshall Steel Company, are you aware of any other businesses or entities which your brother, J. Morgan Hudson, is an owner, director, officer or an employee?

**A. No.**

Q. You said before you're aware that Alan Koch was an officer of the company. How is it that you came to know or understand that Mr. Koch was affiliated with Precision-Marshall Steel?

**A. Grammer, Dempsey & Hudson does business with Precision-Marshall Steel.**

Q. Does Mr. Koch own an interest or serve as a director, officer or employee for any

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Local 445, Local 445 funds payments for withdrawal liability?

**A. Yes.**

Q. And at some point those payments made by Mid-Hudson ceased; is that correct?

**A. Yes.**

Q. When did Mid-Hudson stop paying withdrawal liability to the funds?

**A. I have a record with me. I have to look it up.**

Q. First of all, do you recall off the top of your head?

**A. It was about 2007. Early 2007.**

Q. And what records are you referring to?

**A. Well, I have a list of the dates that we sent checks to the fund.**

Q. Okay.

**A. And the last one was 1/5/07.**

Q. From Mid-Hudson?

**A. Yeah. What do you mean by from Mid-Hudson?**

Q. Mid-Hudson was the entity writing the check. Did some other company take over payments

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of the companies that you indicated that you had an ownership interest in or --

**A. No.**

Q. -- were a director for?

**A. No. Strictly arm's length.**

Q. Now, during the year prior to the cessation of operations of Mid-Hudson, did it share any of its phone or fax numbers with any other companies or was it exclusively when you called that number, you got Mid-Hudson and no other entity?

**A. Correct.**

Q. So it was exclusively for Mid-Hudson?

**A. Correct.**

Q. You indicated they ceased operation. What is the financial status of the company?

**A. What was or what is?**

Q. Well, what is? How is it wound down?

**A. Well, when we ceased operations, we did -- we had no funds, operating funds.**

Q. Did the company file for bankruptcy?

**A. No.**

Q. Okay. To the best of your understanding, did Mid-Hudson ever pay to the

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at some point?

**A. I'm not sure.**

Q. Well, did Grammer, Dempsey, Hudson ever take over the payments of withdrawal liability?

**A. I'm not sure.**

Q. Is there any documents you can refer to that would refresh your recollection as to who made the payments?

**A. No. I signed the checks though. Well, I shouldn't say that. Maybe I didn't sign some of the checks. Maybe they were signed by others.**

Q. The documents which you're referring, was that something that you prepared or was it prepared by someone else? The document that you were referring to before to refresh your recollection.

**A. It was prepared by somebody else.**

Q. Okay. And did the document indicate the dates of payment that were made?

**A. Yes.**

MR. DRIESEN: Okay. Is that a document that's been produced in

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litigation?

MR. MC MURDY: I think it's just been prepared this week. If you guys don't know what dates the payments were made, we'll be glad to share it with you.

MR. DRIESEN: Well, yeah. If it's something that's refreshing his recollection at a deposition, obviously we're entitled to see it.

If you can produce that document that you were referring to before.

**\*\*DOCUMENT/DATA REQUESTED\*\***

THE WITNESS: Wait a minute. Let's see. I have a --

MR. MC MURDY: Just the sheet of paper that you said reflected the last payment there.

(Witness searches documents.)

**A. That just says -- that's just the schedule of what was supposed to be paid. I thought it was checked off and it would be a little bit more formal.**

(Off-the-record discussion.)

MR. MC MURDY: Oh, yeah. So the GDH

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checks, corresponding checks, indicates GDH check?

**A. Right.**

Q. So, first of all, the document that we're referring to --

MR. DRIESEN: Maybe we can have it marked and make a copy at some point.

MR. MC MURDY: Is this your only copy or --

MR. DRIESEN: Is this your only copy or do you have another copy of this?

MR. MC MURDY: We can photocopy and produce this.

MR. DRIESEN: Okay. We can photocopy and produce this. Meanwhile, I'll just ask that we can refer to it in the deposition.

MR. MC MURDY: Sure.

Q. First of all, Mr. Hudson, the document that we've been talking about, do you know who prepared the document?

**A. Yes.**

Q. And who did that?

**A. Gloria Menette (phonetic).**

Q. Who is Gloria Menette?

**A. An employee of Grammer, Dempsey,**

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check -- that's what he's asking you.

THE WITNESS: That might not be -- I can't interpret that to be a GDH necessary payment. Might have made GDH payment to Mid-Hudson.

MR. MC MURDY: Okay. (Handing.) I mean, this is just a schedule of the payments.

**A. Let me clarify that this thing here, I'm not sure whether this is -- normally if we pay something from Mid-Hudson, we would write a check from Grammer to Mid-Hudson. So when I answered that question about whether GDH paid it or Mid-Hudson, I still believe Mid-Hudson paid it.**

Q. All right. Let me -- just so we're clear on the record. You've handed me a document, your attorney's handed me a document, top of the document is entitled payments sent to Local 445 pension fund. There are four columns. First column is marked date; second column is marked check number; third column is untitled and the fourth column is marked amount and in the third column beginning with 9/29/06 as a date and check 4186 and continuing for three additional dates and

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Hudson.

Q. Do you know what her title is at Grammer, Dempsey, Hudson?

**A. Accounting department.**

Q. Do you know when she prepared the document?

**A. Recently within the past six months. May have been as recently as a week ago, but it's been prepared several times for me in terms of how much has been paid. So I don't know whether it's recent or when she ran it.**

Q. Okay. That's fine. So it's your understanding based upon what's listed here that this is a reflection of the payments that were made to the pension fund on behalf of Mid-Hudson with respect to the withdrawal liability that's at issue in this case?

**A. Right.**

Q. And then the last four checks indicates that it was a GD&H check. Is it your understanding that that indicates that a check sent to Local 445 was written from a GDH account or was it something else?

**A. My understanding is that we either**



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2 provided you a GDH check that said GDH on it, not  
3 Mid-Hudson, or it was GDH and it switched for some  
4 reason, might have changed the accounts in some  
5 way and GDH put the money into a Mid-Hudson  
6 account and why she indicated this, I'm not sure,  
7 but, you know, if you could check the checks, we  
8 can find out.

9 Q. Well, what accounts were maintained  
10 by Mid-Hudson in 2004 and beyond 2004 from  
11 which -- let me take a step back.

12 What accounts did Mid-Hudson maintain  
13 for its operation?

14 A. Well, they had a separate -- their  
15 own checking account if you will.

16 Q. Do you know which bank it was  
17 maintained in?

18 A. Let's see. Yeah. I've been there a  
19 few times. Bank has probably changed. It was a  
20 local bank in Middletown.

21 Q. Do you know who were the signatories  
22 on the account maintained by Mid-Hudson at the  
23 local bank you're referring to?

24 A. Yes, I do.

25 Q. Who were those?

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2 A. Myself, my brother, Sue Fabisak and  
3 Gloria Menette.

4 Q. Was that account shared by any other  
5 business?

6 A. No.

7 Q. Other than the checking account you  
8 referred to, any other business accounts or bank  
9 accounts maintained by Mid-Hudson that you're  
10 aware of?

11 A. Any other?

12 Q. Any other bank accounts that were  
13 maintained by Mid-Hudson in 2004 to present in  
14 that time frame other than the one you're  
15 referring to?

16 A. No.

17 MR. MC MURDY: Did they have a  
18 separate payroll account?

19 A. You said, but it maintained. Well,  
20 we had a separate payroll account, that's true,  
21 but it was Grammer funded. So I don't -- I  
22 wouldn't consider that -- that's not exactly the  
23 case. It was a separate payroll account. Let's  
24 go over the question again.

25 Q. From the period of 2004 to present --

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2 A. No. There would not be a payroll.  
3 It's just the one account.

4 Q. Okay. What accounts -- what other  
5 accounts were funded by GDH for the use of  
6 Mid-Hudson, are you aware of, from the period of  
7 2004 to date?

8 A. No. None other. There's just one  
9 checking account.

10 Q. Okay. Now, the checking account that  
11 you're referring to that was in the Middletown  
12 bank, was that used to pay the bills or pay for  
13 the expenses of any businesses other than  
14 Mid-Hudson?

15 A. No.

16 Q. And were your payroll for your  
17 employees at Mid-Hudson paid from that account?

18 A. You mean prior to 2004?

19 Q. From 2004 -- yeah. Well, for the  
20 year prior to the cessation of operations at  
21 Mid-Hudson. So from I guess August 2003 to 2004.

22 A. Well, the deposits from customers,  
23 for example, were put into that account and then  
24 used to make the payroll. So it would've been  
25 transferred to a payroll account and paid to

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2 employees.

3 Q. You say it's transferred to a payroll  
4 account, was that the same bank?

5 A. Probably not.

6 Q. And the payroll account to which the  
7 money was transferred, do you know which bank it  
8 was, what bank held that account?

9 A. In 2004?

10 Q. Yes.

11 A. Payroll account was probably -- was  
12 Fidelity, then they were taken over by --  
13 eventually became Wachovia at some point and then  
14 it became PNC. So I don't know the timing on it.

15 Q. Okay. And who was the signatory on  
16 the payroll account that you're referring to?

17 A. Same four people that I listed  
18 before.

19 Q. Other than the payments of withdrawal  
20 liability that you referenced and the document  
21 that was shown to us, and that will be produced  
22 later, after Mid-Hudson ceased its operation in  
23 August of 2004, what other payments are you aware  
24 of that were made from the account that it had  
25 maintained in Middletown?



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**A. Routine business payments, vendors, other debts.**

Q. Is there anything left in the account that you're referring to in Middletown?

**A. No.**

Q. Has that account been closed?

**A. I don't know.**

Q. When was the last time you're aware of any payments having been made from that account in Middletown?

**A. Well, we know that there was one around December or in late 2006, but other than that, I'm not sure.**

Q. And which payment are you referring to from late 2006, is that a withdrawal liability?

**A. Pension payment, yeah.**

Q. Now, is it your understanding that at some point liability payments -- I'm sorry, strike that.

Is it your understanding at some point withdrawal liability payments to Local 445 were made directly by Grammer, Dempsey, Hudson after Mid-Hudson ceased making payments directly?

**A. In effect.**

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Q. And what is your understanding as to the time frame as to when Grammer, Dempsey, Hudson started making direct payments for the withdrawal liability?

**A. (Witness examines document.) I really don't know that without going back and looking it up. You know, I don't want to be difficult on that --**

Q. No, it's fine.

**A. -- but I just don't know --**

Q. That's fine.

**A. -- exactly. I mean, Mid-Hudson was not operating and we did not have any money, so at some -- I don't want to volunteer something that's inaccurate, but at some point Grammer in effect picked up the ball which is I think what you're getting at.**

Q. So at some point, Grammer made the payment, you just don't know exactly when that was?

**A. Correct.**

Q. Do you know if Mid-Hudson ever requested arbitration regarding any issue related to the assessment of withdrawal liability against

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the company by Local 445?

**A. I don't know what you mean by arbitration, but yes, I -- in terms of how much was owed, the answer is yes, we asked for clarification and a meeting on that.**

Q. You asked for clarification and meeting, that was --

**A. We disagreed.**

Q. And that was -- the communications to which you're referring were communications directed to the 445 funds?

**A. Correct.**

Q. Okay. Other than communications for the 445 funds, were you aware of any request for arbitration pursuant to any of the agreements that existed between the funds and Mid-Hudson?

**A. To use the word arbitration, I can't say I instituted a arbitration request. I did say directly to a representative of the 450 -- 445 that I would like to meet and discuss the amount because we were in disagreement with the amount and in all our legal correspondence, Mr. Murdy said that we agreed to pay, but -- initially, but we did not agree to the -- or we withheld**

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**something to the affect -- something to the affect that we had not settled on the amount.**

Q. And, again, just to go back to my original question. Understanding that you're describing to me a disagreement as to the amount that was required for withdrawal liability, did you ever request or file a notice for arbitration in connection with that dispute?

**A. I did not ask for -- you're using the word arbitration. I did not, to my recollection, request arbitration per se. I may've meant that, but I don't think I said the word arbitrate.**

Q. And you mentioned before communications by your attorney Mr. McMurdy. First of all, how long has Mr. McMurdy represented Mid-Hudson?

**A. Since this issue became -- since the liability issue.**

Q. So is that since 2004?

**A. Approximately.**

Q. And do you know which firm Mr. McMurdy is employed by?

**A. Well, he was employed by the firm of Grotta, Glassman & Hoffman and then subsequently**

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2 Fox Rothchild.

3 Q. Okay. Has --

4 A. Similar Fox Rothchild bought --  
5 acquired the assets of Grotta, Glassman & Hoffman,  
6 I believe, or they merged or something.

7 Q. So it wasn't --

8 A. It wasn't changed.

9 Q. Wasn't change of an entity?

10 A. Correct.

11 Q. It was just a merger.

12 Okay. And has anyone other than the  
13 firms that you mentioned of Mr. McMurdy ever  
14 represented Mid-Hudson in connection with this  
15 matter?

16 A. No.

17 Q. And has there been continuity in the  
18 representation throughout the beginning of this  
19 matter until today as far as you know?

20 A. Yes.

21 Q. And earlier in our discussion you  
22 indicated that Mr. McMurdy had exchanged  
23 correspondence or communications with Local 445  
24 funds regarding the disputed withdrawal liability.  
25 Are you aware if at any time Mr. McMurdy on behalf

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2 of Mid-Hudson requested arbitration or demanded  
3 arbitration in connection with these matters?

4 A. Again, the word arbitration is a -- I  
5 can't be specific to the word arbitration. I know  
6 that he requested, if you will, a meeting with the  
7 fund to argue the amount.

8 Q. Okay. Understood.

9 A. What that -- the difference between  
10 that and an arbitration, I can't be specific.

11 Q. If I can briefly explore that with  
12 you.

13 It is correct that as the dispute  
14 progressed that there was no resolution that was  
15 reached with the Local 445 funds directly with  
16 Mid-Hudson as to the amount or the payments of  
17 withdrawal liability; correct?

18 A. To date.

19 Q. To date?

20 A. Correct.

21 Q. But certainly as a result of the  
22 communications that were engaged in which  
23 Mr. McMurdy was engaged regarding the assessment  
24 of withdrawal liability, that matter wasn't  
25 resolved directly between the parties; correct?

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2 A. Say that again.

3 Q. Directly between the parties, between  
4 Local 445 Funds and Mid-Hudson, there was a  
5 disagreement regarding the assessment of  
6 withdrawal liability that was not resolved between  
7 the two parties?

8 A. Correct.

9 Q. Okay. And arbitration is a third  
10 party stepping in and hearing a grievance and  
11 deciding a matter as appointed by the parties;  
12 correct, as far as you understand it?

13 A. Sure.

14 Q. And understanding that the dispute  
15 was raised and engaged between you and your  
16 representatives in Local 445 Funds and their  
17 representatives and not resolved now that you know  
18 your representatives made a demand or a request  
19 that a third-party arbitrator be brought in to  
20 address and resolve the issue of the assessment  
21 withdrawal liability; correct?

22 A. All right. Look, you're using  
23 language, I'm not a lawyer. I don't know whether  
24 it's decided by an arbitrator or a judge, some  
25 person in New York State, I don't know New York

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2 law, but whether it's decided by an arbitrator or  
3 a judge or a jury, I don't know, but my stance on  
4 this is that in terms of the word arbitration, I  
5 don't think we ever asked specifically for an  
6 arbitrator. What I asked was, to the fund  
7 directly, let's sit down and get this right,  
8 'cause, you know --

9 Q. Okay.

10 A. And, you know, I -- pretty firm that  
11 I don't think the amount is correct.

12 Q. Okay.

13 A. There's some, you know, errors in the  
14 thing.

15 Q. Now, at some point payments ceased to  
16 be made from -- by the Mid-Hudson or Grammer,  
17 Dempsey, Hudson towards the withdrawal liability  
18 that was imposed; correct?

19 A. Correct.

20 Q. Okay. And do you know the reason why  
21 at that time payments ceased?

22 A. Financial difficulty is the reason.

23 Q. Financial difficulty of Grammer,  
24 Dempsey, Hudson?

25 A. Correct.

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Q. Okay. Now, you mentioned for obviously Grammer, Dempsey, Hudson was the sole owner of Mid-Hudson while Mid-Hudson was operating; correct?

A. Yes.

Q. Other than owning Mid-Hudson, what other businesses or services did Grammer, Dempsey, Hudson engage in?

A. Well, we were in the steel distribution business in Newark.

Q. Okay.

A. All right. Does that answer your question?

Q. We'll delve into more.

A. Okay.

Q. Where is it located physically? What's the address for Grammer, Dempsey?

A. 212 Rome Street, Newark, New Jersey.

Q. And before you mentioned a P.O. box, that's the mailing address of Grammer, Dempsey, Hudson?

A. That's right.

Q. And the property on which the company is located -- strike that.

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Grammer, Dempsey, Hudson.

A. Myself and my brother.

Q. Anyone else that you're aware of?

A. No.

Q. And how long has Grammer, Dempsey, Hudson been in business?

A. Since 1935.

Q. Prior to you and your brother being the sole owners of the company, who held an ownership interest immediately preceding the two of you?

A. My father.

Q. Okay. For how long have you and your brother been the sole owners of GDH?

A. Since 1980.

Q. And how was ownership divided between the two of you?

A. Fifty-fifty.

Q. Has Grammer, Dempsey, Hudson always been at the 212 Rome Street address?

A. Yes.

Q. And your position with Grammer, Dempsey, Hudson is president?

A. Yes.

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You mentioned 212 Rome Street, is that the only physical location for Grammer, Dempsey, Hudson, its business operations?

A. Yes.

Q. And does the company own or lease the property at which it's located?

A. It leases.

Q. And from whom does it lease the property?

A. RBH Partners in New York.

Q. And do you know who are the owners of RBH properties in New York?

A. I know that one principal's name is Ron Beit, B-E-I-T.

Q. Any other owners of which you're aware of for RBH Partners?

A. I'm not aware of any other owners and I'm not sure he's an owner. I just know he's an officer. I believe he's the owner or one of the owners, but I don't know the structure exactly.

Q. Do you have any affiliation with RBH Partners?

A. No. None at all.

Q. Who has an ownership interest in

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Q. How long have you been president of the company?

A. Since 1980.

Q. Okay. And what are your duties as president of the company?

A. My duties are to try to run a profitable business, supervise my employees. Mostly administrative functions.

Q. And how many people does Grammer, Dempsey, Hudson employ?

A. Currently?

Q. Yes.

A. About 14.

Q. How many of the 14 employees, including yourself and your brother, would you -- well, does the 14 include you and your brother or does that include --

A. Yes.

Q. And how many of the 14 would you characterize as management employees?

A. Do you consider a foreman a manager?

Q. I'll leave the designations to you.

A. Say four.

Q. Okay. And who are the four

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2 managerial employees?  
3 **A. My brother, myself, Sue Fabisak and**  
4 **Wayne Johns the foreman, one of the foremen.**  
5 Q. And how many people are office or  
6 administrative?  
7 **A. Approximately half.**  
8 Q. And who would those people be?  
9 **A. Which --**  
10 Q. Can you identify the office or  
11 administrative employees?  
12 **A. By name?**  
13 Q. Yes.  
14 **A. Sue Fabisak, Gloria Manette. Want me**  
15 **to wait for you to write it down?**  
16 MR. MC MURDY: She's taking it.  
17 Q. But thank you.  
18 **A. Lina, I don't know her last name,**  
19 **Joseph Aulisi, A-U-L-I-S-I. Jack Jacquin,**  
20 **J-A-C-Q-U-I-N is the last name. Then we have**  
21 **Wayne Johns, Mo -- Mohesion, can't even spell his**  
22 **last name. It's a long last name. Begins with S.**  
23 **And five warehousemen. You want their names?**  
24 Q. Sure. As long as you got them.  
25 **A. Tony -- Anthony Callahan, Rudy**

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2 **Carney, Chris Sabatini, David Polski (phonetic),**  
3 **let's see, Frank Bognovalia, B-O-G-N-O-V-A-L-I-A,**  
4 **something like that.**  
5 Q. And if I can, going back to your  
6 office people. Sue Fabisak, what's her job?  
7 **A. Systems manager.**  
8 Q. Systems manager?  
9 **A. Yeah.**  
10 Q. How long has she been employed by  
11 GDH?  
12 **A. Forty years.**  
13 Q. Forty?  
14 **A. Four zero, approximately, plus or**  
15 **minus five years.**  
16 Q. Sure. Gloria Manette, what's her  
17 position?  
18 **A. Accounting department, 40 years.**  
19 Q. Lina, last name unknown?  
20 **A. Last name unknown. About ten years.**  
21 Q. What does she do?  
22 **A. Accounting department.**  
23 Q. Joseph Aulisi?  
24 **A. He's been employed 35 years.**  
25 Q. What's his job?

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2 **A. Fabrication department, manager.**  
3 Q. Mr. Jacquin, what's his position?  
4 **A. Office manager.**  
5 Q. And how long has he been with GDH?  
6 **A. Twelve years.**  
7 Q. Wayne Johns you said was the foreman?  
8 **A. Yup. He's been there guesstimating**  
9 **about 20 years.**  
10 Q. And Mo, last name is -- Mo S, what's  
11 his job?  
12 **A. Foreman, I'd say about 12 years.**  
13 Q. Okay. Now, the equipment --  
14 **A. And all the shop employees have been**  
15 **there quite a while too. Everyone except maybe**  
16 **Polski's been there at least ten years.**  
17 Q. Okay. Now, the office equipment that  
18 GDH uses, do they lease that or do they own it?  
19 **A. Half and half.**  
20 Q. And do you know from whom they lease  
21 it?  
22 **A. No, I don't.**  
23 Q. Do they share the lease with any  
24 other company, as far as you know, for the leased  
25 equipment?

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2 **A. Share the lease?**  
3 Q. Yeah. Is any other company  
4 responsible on the lease for the equipment that  
5 you use other than Grammer, Dempsey, Hudson?  
6 **A. No.**  
7 Q. What about the warehouse equipment,  
8 is that owned or leased by Grammer, Dempsey,  
9 Hudson?  
10 **A. It's owned except for the cranes.**  
11 Q. Who leases the cranes to the company?  
12 **A. The cranes are owned by the RBH**  
13 **partners.**  
14 Q. And I see Grammer, Dempsey, Hudson is  
15 the only company on the lease as far as the  
16 lessee; correct?  
17 **A. Of the building?**  
18 Q. Of the cranes?  
19 **A. No, no. There are other lessees.**  
20 Q. Okay. Who else leases that?  
21 **A. Other tenants in the building.**  
22 Q. Do you know who they are?  
23 **A. Yes.**  
24 Q. Who are they?  
25 **A. Well, there's two other tenants. One**

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is Total Construction Company, T-O-T-A-L. The other one is Zinc Construction Company.

Q. Okay. Starting with Total Construction Company, do you know who owns that company or who are the owners of that company?

A. Patrick Terrence is a principal, but I don't know how much -- I don't know if he's an owner. I'm sure he's part owner, but I don't know his extent.

Q. Do you know any other owners of Total Construction?

A. I'm not sure of the ownership. I'd just be speculating. I could find out, but I don't know.

Q. Do you know of any of the other --

A. Principles?

Q. -- officers or directors or principals of the company?

A. There is a principal by the name of Miriam. I don't know her last name offhand. And she's in the accounting function, but I don't know if she's an owner per se. She's an officer.

Q. Okay. Other than sharing the lease of the crane and I guess obviously sharing space

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being a co-tenant, do you share any other -- anything other than those two items with Total Construction?

A. No. We have no affiliation with Total Construction.

Q. Do you do any business with Total Construction?

A. Minor amount.

Q. And you mentioned before also Zinc Construction Company is another tenant that leases the crane?

A. Correct.

Q. Do you know who any of the owners of Zinc Construction are?

A. No. I don't know the ownership there. There's one principal, his name is Rallston McKenzie. He's an officer, but I don't know if he's the owner.

Q. And do you know any other officers, managers of the company?

A. No.

Q. And other than the crane and whatever physical space that you may share through RBH, do you share any other assets, employees or things of

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that nature with Zinc Construction Company?

A. Again, there's no affiliation.

Q. Do you do any business with Zinc Construction Company?

A. Minor.

Q. Other than Zinc Construction and Total Construction, is there any other tenant at the 212 Rome Street location?

A. No. Well, other than ourselves.

Q. Absolutely. Okay. Do any of your employees have representation from like a bargaining agent union?

A. Yes.

Q. Okay. What union represents your employees?

A. Local 478.

Q. Teamsters?

A. Yes.

Q. At any time, did Local 445 represent any of the employees of Grammer, Dempsey, Hudson?

A. No.

Q. Other than the individuals you listed, yourself, your brother and the various employees, are there any other officers or

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directors of Grammer, Dempsey, Hudson?

A. No.

Q. Okay. Now, does Grammer, Dempsey, Hudson share ownership, management or its employees with any other business entity?

A. Share management?

Q. Management, owners or employees with any other business entity? For example, at one time Mid-Hudson was owned by yourself -- well, it was owned by GDH, you were the president and you had an officer relationship at Mid-Hudson and your brother had an officer relationship at Mid-Hudson, that is no longer the case obviously since it's no longer a continuing entity, but is there any other business entity whatsoever that has shared ownership, management or employees with those that you listed as being affiliated with Grammer, Dempsey, Hudson?

A. Yes.

Q. And what would those be?

A. Well, there are other subsidiaries. Current ones are you talking about?

Q. Let's start with current. What are your subsidiaries of Grammer, Dempsey, Hudson?



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1 JAMES F. HUDSON  
2 A. **One is Pabrico Steel Fabricators.**  
3 Q. Pabrico, P-A-B?  
4 A. **P-A-B-R-I-C-O.**  
5 Q. And what type of corporate entity is  
6 Pabrico, is it incorporated?  
7 A. **It's a C corporation in New Jersey.**  
8 Q. And where -- what's its mailing  
9 address?  
10 A. **Same as Grammer, Dempsey & Hudson's.**  
11 Q. And is it physically located  
12 within --  
13 A. **Yes.**  
14 Q. Okay. Well, actually within the  
15 offices of Grammer, Dempsey, Hudson?  
16 A. **Sorry.**  
17 Q. That's okay. Answer to that is yes;  
18 correct?  
19 A. **Yes. Sorry. I didn't mean to --**  
20 Q. I know I'm obvious, but, you know,  
21 got to give me a chance to get it out.  
22 A. **Okay.**  
23 Q. So who are the owners of Pabrico  
24 Steel Fabricators?  
25 A. **Grammer, Dempsey & Hudson.**

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1 JAMES F. HUDSON  
2 Q. Other than GDH, are there any other  
3 owners of Pabrico Steel Fabrication?  
4 A. **No.**  
5 Q. Who are the owners of the  
6 corporation?  
7 A. **Myself and my brother.**  
8 Q. And who are the employees at Pabrico  
9 Steel Fabrication?  
10 A. **There are three employees.**  
11 Q. Who are they?  
12 A. **Nicholas Demidon, D-E-M-I-D-O-N.**  
13 **Noelle, I don't know her last name. And Xenon, I**  
14 **don't know his last name. It's X-E-N-O-N, Xenon.**  
15 Q. X-E-N-O-N?  
16 A. **Yup.**  
17 Q. And what is Mr. Demidon?  
18 A. **Noelle's last name is Toro, T-O-R-O.**  
19 Q. Mr. Demidon, what's his position with  
20 Pabrico Steel Fabricators?  
21 A. **General manager.**  
22 Q. How long has he been employed by the  
23 company?  
24 A. **Over 30 years.**  
25 Q. And Miss Toro, what's her position?

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1 JAMES F. HUDSON  
2 A. **Clerk.**  
3 Q. How long has she been employed there?  
4 A. **Three years.**  
5 Q. And Xenon, what's his position with  
6 the company?  
7 A. **Fabricator. About five years.**  
8 Q. And what business is Pabrico Steel  
9 Fabricators involved?  
10 A. **Steel fabrication.**  
11 Q. Okay. What other subsidiaries are  
12 there of --  
13 A. **There's Buell Specialty Steel,**  
14 **B-U-E-L-L.**  
15 Q. What type of corporation is that?  
16 A. **It's a C corporation, New York.**  
17 Q. What's the mailing address for Buell?  
18 A. **I don't know it. It's in Rochester,**  
19 **New York.**  
20 Q. And that's a wholly owned  
21 subsidiary --  
22 A. **Yes.**  
23 Q. -- of GDH?  
24 A. **Yes.**  
25 Q. Who are the officers of Buell

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1 JAMES F. HUDSON  
2 Specialty Steel?  
3 A. **Morgan Hudson is the president. I'm**  
4 **the vice president.**  
5 Q. Are there any directors of the  
6 company other than --  
7 A. **No.**  
8 Q. Just go back one second.  
9 Were there any directors of Pabrico  
10 Steel other than yourself and your brother?  
11 A. **Correct. There's no other directors.**  
12 Q. Okay.  
13 A. **As far as I know, Pabrico does not**  
14 **have a board of directors nor does Buell.**  
15 Q. Who is employed by Buell?  
16 A. **We have three employees. Colleen**  
17 **Ferguson, Maureen, I don't know her last name, and**  
18 **I don't know the name of the employee in the shop.**  
19 Q. And do you know how long those  
20 individuals have been employed by Buell Specialty  
21 Steel?  
22 A. **The one in the shop is less than six**  
23 **months and the two women that I mentioned I'd say**  
24 **about -- Colleen's about 15 years I'd say and the**  
25 **other one I guess about half of that, seven years.**



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1 JAMES F. HUDSON  
 2 Q. Fifteen years for Miss Ferguson?  
 3 A. Yeah.  
 4 Q. And seven for Maureen?  
 5 A. Yes.  
 6 Q. What type of business is Buell  
 7 Specialty Steel?  
 8 A. Steel distributor specialty metals.  
 9 Q. Other than Buell and Pabrico, what  
 10 other subsidiaries are wholly owned by GDH?  
 11 A. Currently operating no other ones.  
 12 Q. Okay. Which ones -- which other  
 13 subsidiaries have GDH owned other than those two  
 14 and Mid-Hudson?  
 15 A. Okay. There's one by the name of  
 16 Kahl Specialty Steel, K-A-H-L.  
 17 Q. When did that company cease  
 18 operation?  
 19 A. It hasn't ceased completely. It's --  
 20 I shouldn't say it's not operating. It is  
 21 operating. Let me correct myself on that.  
 22 There's just no revenues for it currently or very  
 23 little revenue, put it that way. It's a small  
 24 amount of revenue. Less than \$25,000 per year.  
 25 Q. Okay. And where is Kahl located?

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1 JAMES F. HUDSON  
 2 A. In Greensboro, North Carolina.  
 3 Q. And who are the officers of that  
 4 company?  
 5 A. My brother and myself.  
 6 Q. And what are the titles?  
 7 A. My brother's the president. I'm the  
 8 vice president.  
 9 Q. Any employees at this time of Kahl  
 10 Specialty Steel?  
 11 A. No.  
 12 Q. What business is that company?  
 13 A. A distributor, steel distributor,  
 14 specialty steel.  
 15 Q. Is that company located on property  
 16 that was owned by Mid-Ford, 'cause you mentioned  
 17 they owned property in North Carolina, is this one  
 18 of the properties it owns and leases out?  
 19 A. Yes.  
 20 Q. And if this company hasn't entirely  
 21 ceased operations, is it your understanding that  
 22 it continues to lease property from Mid-Ford?  
 23 A. Yes.  
 24 Q. Other than the companies you've  
 25 mentioned, have there been any other wholly-owned

1 JAMES F. HUDSON  
 2 subsidiaries of Grammer, Dempsey, Hudson?  
 3 A. Yes.  
 4 Q. Any that are operating in any  
 5 capacity at this time?  
 6 A. Bridgeport Steel Company is a  
 7 subsidiary that is not operating, but recently  
 8 stopped operating.  
 9 Q. When did it stop?  
 10 A. 2007 -- 2000 -- last year, 2007.  
 11 Q. Okay. And where was it located?  
 12 A. Milford, Connecticut.  
 13 Q. Any owners other than Grammer,  
 14 Dempsey, Hudson?  
 15 A. No.  
 16 Q. The officers of the company were you  
 17 and your brother?  
 18 A. Yes.  
 19 Q. Any other officers?  
 20 A. Formally you mean?  
 21 Q. Yeah. Before it stopped operation.  
 22 A. Well, there was a manager.  
 23 Q. Who was the manager?  
 24 A. His name was Ron Chase.  
 25 Q. Do you know where Mr. Chase is

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1 JAMES F. HUDSON  
 2 employed at this time?  
 3 A. If he is?  
 4 Q. If he is.  
 5 A. No, I don't.  
 6 Q. Since 2004, has Grammer, Dempsey,  
 7 Hudson had an ownership interest in any company  
 8 other than those that you've listed for me so far  
 9 be it wholly or partially?  
 10 A. There may be. We had three other  
 11 branches that have closed, but I don't know the  
 12 dates that they closed. I'm quite sure that they  
 13 all closed prior to 2004. Let me just think that  
 14 over here.  
 15 Q. Sure.  
 16 A. Yes. They all closed prior. Well  
 17 prior now that I think about it.  
 18 Q. So any other the companies, be it  
 19 wholly or partly owned by Grammer, Dempsey,  
 20 Hudson, that you can think of since 2004?  
 21 A. No. Got the two active companies,  
 22 Buell and Pabrico.  
 23 Q. Do any of the Grammer, Dempsey,  
 24 Hudson employees perform any services for the  
 25 other two companies you mentioned, Buell and

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Pabrico, that are currently operating?

**A. Payroll and management.**

THE WITNESS: I think I got to a point where I'd like to take a little break.

MR. DRIESEN: Want to take a break, absolutely.

(Break taken at 11:56 a.m.; deposition resumed at 12:03 p.m.)

Q. You indicated before that GDH does payroll and management for Pabrico and Buell. Does it perform any other services, provide any other employees or equipment for those two companies?

**A. Buell has its own equipment and Pabrico has its own equipment, but grammar doesn't provide -- I don't know exactly what you mean by provide any other services.**

Q. Does it share any equipment with Pabrico and Buell?

**A. No.**

Q. You mentioned before that Pabrico is located at the same site as Grammer, Dempsey, Hudson?

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**A. Right.**

Q. Do they share a phone or fax line?

**A. No. Excuse me. They share a phone line, but well, that's not exactly true. They have their own phone, but they -- no. They have their own phone and fax. Wait a minute. They have their own phone, but we share a fax.**

Q. Any other business entities share either a phone or fax line with Grammer, Dempsey, Hudson?

**A. No.**

Q. Okay. And what is the financial status of Grammer, Dempsey, Hudson, filed for any bankruptcies?

**A. We have not filed for bankruptcy, but our financial status is grave.**

Q. What are the annual sales of Grammer, Dempsey, Hudson?

**A. For what year are you talking?**

Q. 2004, five, six and seven, if you know, the last four years?

**A. As a corporation I would say in 19 -- in 2007, the sales were about five million. 2008, to date, the sales have been a couple hundred**

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**thousand. In 2004 through 2006, there was a decline towards about five million.**

Q. From where to five million?

**A. Maybe say seven million.**

Q. When you're discussing the sales of Grammer, Dempsey, Hudson, are you incorporating in those numbers the sales of any of these subsidiaries that you referred to?

**A. Yes.**

Q. Okay. Is the company contemplating filing for bankruptcy?

**A. Yes.**

Q. Okay. What bank accounts does Grammer, Dempsey, Hudson maintain?

**A. It maintains a checking account and a payroll account.**

Q. And where does it maintain this?

**A. Also, there's also a profit sharing account if you want per se, but that's really something we don't quote maintain.**

Q. The check and the payroll accounts, where do you maintain those?

**A. Let's see, Wachovia bank.**

Q. Is that in Newark?

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**A. Yes.**

Q. And who are the listed signatories on the two accounts?

**A. They're the same two we've gone over before -- same names. Same four names.**

Q. Does any other business other than Grammer, Dempsey, Hudson share those accounts?

**A. No.**

Q. Do your subsidiary companies that you mentioned that are active, Buell and Pabrico, have their own accounts or do they use the accounts maintained by Grammer, Dempsey, Hudson?

**A. They have their own accounts as we described in that other example of what was it, Mid-Hudson, I guess.**

Q. Are the accounts that you referenced regarding Grammer, Dempsey, Hudson used to pay bills for any other businesses other than Grammer, Dempsey, Hudson?

**A. Could you repeat that, please?**

Q. Sure. The bank accounts that you described that were maintained by -- that are maintained by GDH, are they used to pay the bills for any bills other than GDH?

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1 JAMES F. HUDSON

2 A. No.

3 Q. Okay. Going back to an earlier  
4 discussion when we talked about request for  
5 arbitration, just to be complete, with respect to  
6 the request for arbitration, did Grammer, Dempsey,  
7 Hudson ever request arbitration for any issue  
8 regarding the assessment withdrawal liability with  
9 Local 445?

10 A. It's the same answer as before --

11 Q. Okay.

12 A. -- but I wasn't in Grammer, Dempsey.  
13 It was as of -- venue was Mid-Hudson.

14 Q. Correct. And forgive me if I'm  
15 covering old ground. The ownership of Grammer,  
16 Dempsey, Hudson, that's 50/50 between you and your  
17 brother?

18 A. Yes. I said that before. Right.

19 Q. All right. Wasn't sure if it was  
20 about this or another one.

21 Now, you mentioned before that Jack  
22 Jacquin is the office manager for Grammer,  
23 Dempsey, Hudson?

24 A. Yes.

25 Q. Does he perform duties for any other

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1 JAMES F. HUDSON

2 company other than Grammer, Dempsey, Hudson?

3 A. No.

4 Q. And has he always held the position  
5 of office manager in the 12 years that he's been  
6 there?

7 A. Yes.

8 Q. Okay. Earlier you mentioned a  
9 company which you were director by the name of  
10 Airotrax?

11 A. No. Airtrax.

12 Q. Airtrax, I'm sorry.

13 A. Your communication there, you got it  
14 possibly wrong. I don't know whether -- it's  
15 spelled A-I-R-T-R-A-X.

16 Q. I see. Is the company located at  
17 1710 East Division Street in Evansville, Indiana?

18 A. No.

19 Q. Where is the company located?

20 A. Located in Blackwood, New Jersey.

21 Q. Are you familiar with Airotrax in  
22 Indiana?

23 A. No. Never heard of them.

24 Q. What type of business does Airtrax  
25 do?

1 JAMES F. HUDSON

2 A. Airtrax is in the design engineering  
3 of omnidirectional vehicles.

4 Q. What is your role in that company?

5 A. I'm on the board of directors.

6 Q. How long have you been on the board  
7 of directors?

8 A. About seven years.

9 Q. Do you have an ownership interest in  
10 the company?

11 A. Very minor.

12 Q. Do you know what percentage of the  
13 company you own?

14 A. It's less than one percent.

15 Q. Is it a publicly-traded company do  
16 you know?

17 A. Yes. There's 25 million shares  
18 outstanding roughly. I own less than a hundred  
19 thousand.

20 Q. Who else is on the board of directors  
21 with you of Airtrax?

22 A. It's an arm's length company. I  
23 don't know what in the world does this have to do  
24 with Mid-Hudson Steel?

25 Q. Do you know the other members of the

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1 JAMES F. HUDSON

2 board?

3 A. Yes, I do.

4 Q. And who are they?

5 A. Well, there's William Hungerville,  
6 Andy Gazette, Andrew Gazette, Barney Harris,  
7 Robert Watson, Robert -- what's his last name --  
8 senator, congressman. It will come to me in a  
9 minute. Let's see. Phil Filopof,  
10 F-I-L-O-P-O-F --

11 Q. That's Robert's last name?

12 A. Phil Filopof.

13 Q. Oh, Phil Filopof.

14 A. Yeah. Borski, Robert Borski is the  
15 fellow I couldn't think of his last name.

16 Q. Any other directors that you know of?

17 A. No.

18 Q. Do you serve on a board of directors  
19 of any companies other than Airtrax with any of  
20 these individuals?

21 A. I serve on the board of directors of  
22 Precision Kidd.

23 MR. MC MURDY: With any of those  
24 other individuals?

25 THE WITNESS: Oh, no, not with -- I'm

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sorry.

**A. No, no relationship at all. Sorry. I didn't hear the last part of your sentence.**

Q. Sure. And does Airtrax share any employees or leases of equipment with GDH?

**A. No. Airtrax is a separate corporation. Totally arm's length. No relation to GDH at all. No business nothing.**

Q. Have you ever heard of a company called Elkhart Scrap Metals Corporation?

**A. No.**

Q. So you have no affiliation with that company?

**A. Never heard of them.**

Q. Or Elkhart Scrap Light Hauling?

**A. Never heard of them. Why do you ask may I ask?**

Q. No, you may not.

**A. Okay.**

MR. MC MURDY: I'll tell you later.

Q. You mentioned Anderson Metals of Huntingdon Valley, Pennsylvania?

**A. Right.**

Q. Who are the owners of Anderson

JAMES F. HUDSON

**A. Yup.**

Q. How long have you been employed by that company?

**A. Three months.**

Q. And what is your salary at Anderson Metals?

**A. Currently is about 25,000 annually.**

Q. Okay. Is that salary or is that based upon --

**A. Salary.**

Q. -- commission?

**A. Salary.**

Q. Is there a commission component?

**A. Nope.**

Q. Is there any other forms of compensation or remuneration for services that you provide to Anderson --

**A. No.**

Q. -- or bonuses?

**A. No.**

Q. And where are they located?

**A. They're located -- they're headquartered in Huntingdon Valley, Pennsylvania.**

Q. And how many hours per week do you

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JAMES F. HUDSON

Metals?

**A. Well, they have several owners. One of them is the -- the majority owner is a man by the name of Richard Ware.**

Q. W-A-R-E?

**A. Correct. You're good. And I can't tell you the other owners other than I know of a small percentage of ownership by William Ariel, A-R-I-E-L, and J.B. Dougherty, but I don't know how much they own, if it's one share or one percent, I have no idea.**

Q. And your ownership interest in Anderson Metal is?

**A. None.**

Q. Does your brother have any ownership interest in Anderson Metals?

**A. No interest. No. It's an arm's length.**

Q. And in what capacity are you affiliated with Anderson Metals?

**A. I am a sales employee for Anderson Metals.**

Q. How many -- I'm sorry.

You're employed by the company?

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spend in your capacity as a sales employee for Anderson Metals?

**A. That's difficult to answer. It ranges widely from one hour to 20.**

Q. And to whom do you make sales on behalf of Anderson and what are your general duties as a sales employee?

**A. I -- we are -- Grammer, Dempsey & Hudson is selling some assets to Anderson Metals and my duties are to sell the assets to Anderson Metals. Not in the sales capacity with customers of Anderson so much.**

Q. So they're paying you as a salesman to sell them assets from the business that you own?

**A. Right. And try to help them with who those assets could be sold to.**

Q. Who is your supervisor at Anderson, to whom do you report?

**A. Joseph Burkle.**

Q. How do you spell the last name?

**A. B-U-R-K-L-E.**

Q. What's his title?

**A. General manager Huntingdon Valley.**

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**JAMES F. HUDSON**

Q. What assets are you selling to Anderson Metals?

**A. Inventory.**

Q. Are you selling the whole inventory of Grammer, Dempsey, Hudson or a portion of it?

**A. Portion.**

Q. How much?

**A. How much in terms of percentage, dollars or what?**

Q. Both actually.

**A. In terms of dollars, it's approximately \$270,000.**

Q. What portion of your inventory at Grammer, Dempsey, Hudson would that comprise?

**A. About a third.**

Q. Is there a time frame when you anticipate the completion of the sale?

**A. Yes.**

Q. When is that?

**A. I would say about two months, maybe three.**

Q. And at the conclusion of the sale, are you going to -- is it intended -- strike that.

At the completion of the sale of the

**JAMES F. HUDSON**

**A. Same as mine.**

Q. So he's employed also as a salesman for Anderson Metals?

**A. Correct.**

Q. Do you know what his salary is there?

**A. Same as mine.**

Q. Does he perform the same duties that you do?

**A. Yes. Just different types of steel.**

Q. What types of steel are you responsible for?

**A. Well, I'm responsible for carbon steel to be broadly and he's responsible for specialty steel. It's a broad generalization.**

Q. That's fine. I'm sure the specifics would be completely lost on me, so fair enough.

MR. DRIESEN: Go on a little break if we can.

(Break taken at 12:25 p.m.; deposition resumed at 12:29 p.m.)

Q. Okay. Going back to the earlier part of your deposition, you indicated that you're also a director of Precision Kidd Steel?

**A. Yes.**

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assets that you described, is it your intention to remain an employee of Anderson Metals?

**A. I'm unsure. I would say yes for a while, but I'm not sure.**

Q. And your duties after the sale of this portion of GDH's inventory, your duties with Anderson Metal, other than assisting them with it, what would they be, with the assets that you transferred?

**A. What would I do?**

Q. Yeah. What are your continuing duties once the sale is --

**A. Well, in a sales capacity.**

Q. Is it your intention to remain in your position at Grammer, Dempsey, Hudson while you're still an employee of Anderson Metals?

**A. Yes.**

Q. Are any other employees, officers or owners of Grammer, Dempsey, Hudson employed or affiliated with Anderson Metal other than yourself?

**A. Yes. My brother.**

Q. What is his affiliation with Anderson Metals?

**JAMES F. HUDSON**

Q. Where is that company located?

**A. Aliquippa, Pennsylvania.**

Q. Ali --

**A. Aliquippa. Suburb of Pittsburgh. A-L-I-Q-U-I-P-P-A.**

Q. Okay. And you are a director of the company?

**A. Yes.**

Q. How long have you been a director of the company?

**A. Oh, boy, let's see, 15 years.**

Q. And you have an ownership interest in the company?

**A. Small.**

Q. What's your ownership interest?

**A. It's less than five percent.**

Q. And who are the other owners of the company that you know of?

**A. Well, the Milhoulan family estate is the principal owner of the company.**

Q. That was Jackson?

**A. The estate of Thomas Milhoulan. Not Jackson. His brother actually.**

Q. Okay. Other than the estate, are



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1 JAMES F. HUDSON  
2 there any other owners that you're aware of of  
Precision Kidd Steel?  
4 **A. Yeah. There are some minority**  
5 **stockholders like myself.**  
6 Q. Do you know who those individuals  
7 are?  
8 **A. One would be Okaya Incorporated,**  
9 **O-K-A-Y-A, and another would be Raymond Seitz,**  
10 **S-E-I-T-Z.**  
11 Q. Any other owners that you're aware  
12 of?  
13 **A. Yes. There are minority holders of**  
14 **stock in the company.**  
15 Q. Do you know who any of those  
16 individuals are?  
17 **A. No. There are 49,000 shares**  
18 **outstanding and I don't know every single share**  
19 **that's being held. I own less than a thousand**  
20 **shares and there are shareholders that go down to**  
21 **ten shares. So I don't know their names or**  
22 **anything.**  
23 Q. Does your brother own any interest in  
24 the company?  
25 **A. No. Not that I know of I should say.**

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1 JAMES F. HUDSON  
2 Q. Who are the other directors that  
3 you're aware of of the company?  
4 **A. Well, Raymond Seitz is one, Dom Lea,**  
5 **Dominic Lea, L-E-A, Alfred Goldstrum, Joseph Pass,**  
6 **P-A-S-S, William Campbell. That's it.**  
7 Q. Other than being a director of the  
8 company, what responsibilities or affiliation do  
9 you have with Precision Kidd? Do you do anything  
10 other than sit on the board of directors for the  
11 company?  
12 **A. No. I'm an independent company. No**  
13 **other relationship affiliation so to speak.**  
14 Q. Does GDH have a business relationship  
15 with Precision Kidd?  
16 **A. We buy a small amount of steel from**  
17 **them, yes.**  
18 Q. And you mentioned Precision-Marshall?  
19 **A. Yes.**  
20 Q. Okay. What kind of company is that?  
21 **A. It's a privately held steel**  
22 **manufacturing company. It's very similar to**  
23 **Precision Kidd actually.**  
24 Q. Are you a director of that company as  
25 well?

1 JAMES F. HUDSON  
2 **A. No, I'm not.**  
3 Q. Do you have an ownership interest?  
4 **A. No.**  
5 Q. What is your affiliation with that  
6 company?  
7 **A. My personal affiliation or my**  
8 **company's?**  
9 Q. Your personal affiliation first of  
10 all.  
11 **A. With Precision-Marshall?**  
12 Q. Yes.  
13 **A. None. Other than I know the owners.**  
14 **I know them personally.**  
15 Q. What's your company's affiliation?  
16 **A. We do some -- we do purchase some**  
17 **steel from them.**  
18 Q. Does your brother have any  
19 relationship with the company?  
20 **A. Yes. He's on the board of directors**  
21 **of Precision-Marshall.**  
22 Q. And are you aware if he's an owner in  
23 some capacity as well?  
24 **A. He's similar to me as a minor**  
25 **ownership.**

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1 JAMES F. HUDSON  
2 Q. Are you aware of any of the other  
3 owners or directors of Precision-Marshall?  
4 **A. No, I'm not. Other than Jackson**  
5 **Milhoulán which I told you before.**  
6 Q. You mentioned Alan Koch also.  
7 **A. He's an officer, but not -- I don't**  
8 **know if he's on the board or not.**  
9 Q. Okay. Going back to Precision Kidd  
10 for one moment. Are you aware of any of the  
11 officers of the company?  
12 **A. Yes. Sure.**  
13 Q. Who are the officers of Precision  
14 Kidd?  
15 **A. Well, Dom, Dominick Lea is one and**  
16 **he's the only one on the board that's an officer**  
17 **and then there are no other officers of the**  
18 **company right now.**  
19 **Again, what that has to do with**  
20 **Mid-Hudson, I have no idea.**  
21 MR. MC MURDY: Please mark this as  
22 Exhibit 1 if you could.  
23 (Whereupon Plaintiff's Exhibit 1,  
24 Grammer, Dempsey & Hudson Copy of Check, was  
25 marked for identification.)



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JAMES F. HUDSON

Q. Mr. Hudson, I'm going to hand you what's been marked as Plaintiff's Exhibit 1. Do you recognize the two-page document that I'm handing you?

A. Yes.

Q. Okay. What do you recognize that document to be?

A. This is a payment from Grammer, Dempsey & Hudson to the Teamsters 445 pension fund for January 5th, 2007.

Q. In the note section you see where it indicates on the first page it says 24th payment?

A. Right.

Q. It indicates the amount of the payment being \$2,817.70?

A. Yes.

Q. It also indicates that below that says Mid-Hudson Steel/Local 445 pension fund.

A. Right.

Q. Is it your understanding this is a payment -- one of the withdrawal liability payments that was made in connection with withdrawal of Mid-Hudson Steel from the Local 445 pension fund?

JAMES F. HUDSON

A. Right.

Q. And before we had asked questions about from what account or who was making the payments and you were unsure as to the exact identity of the party who was writing the check?

A. Uh-huh.

Q. So based upon this check you can see, at least in this instance at some point, Grammer, Dempsey, Hudson, based upon the check you see here, picked up the payments for the withdrawal liability?

A. Right. I see it's drawn on the Bank of America and you had asked me before about the checking accounts. I had answered Wachovia and I'd like to correct it to say Bank of America.

Q. That's fine.

A. I think what happened there was -- Bank of America bought one of the Wachovia branches, so, okay.

Q. I don't keep track of that either.

A. I don't want to be construed as misrepresenting something.

Q. No problem. Appreciate that.

But this was a check -- the payment

JAMES F. HUDSON

was made directly from Grammer, Dempsey, Hudson in this instance in regard to the withdrawal liability?

A. Yes.

MR. DRIESEN: Let me just take one more second to look at my notes to make sure I covered everything and then we can see if we can adjourn for the day.

(Pause in the proceedings.)

MR. DRIESEN: I think we're done.

MR. MC MURDY: Just for the record I want to make clarifications on two points. One, we are producing a list that Mr. Hudson handed today that was a payment sheet that was requested. And with respect to the questioning regarding the arbitration request, I will copy and send to you our March 15th, 2005 letter to Miss Walker indicating and disputing the liability amount and requesting arbitration.

We'll send you those two things afterwards and he'll read and sign.

(Time noted: 12:46 p.m.)

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STATE OF NEW YORK )

ss:

COUNTY OF WESTCHESTER )

I, JAMES F. HUDSON, the witness herein, having read the foregoing testimony of the pages of this deposition, do hereby certify it to be a true and correct transcript, subject to the corrections, if any, shown on the attached page.

oOo

JAMES F. HUDSON

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

NOTARY PUBLIC

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## CORRECTION SHEET

Re: Huff vs. Mid-Hudson Steel Corp.

The following corrections, additions or deletions were noted on the transcript of the testimony which I gave in the above-captioned matter, held on April 30, 2008.

PAGE(S) LINE(S) SHOULD READ

JAMES F. HUDSON

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

NOTARY PUBLIC

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## CERTIFICATION

STATE OF NEW YORK )  
 ) Ss.  
COUNTY OF WESTCHESTER )

I, Valerie Tatavitto, Notary Public  
within and for the State of New York, do hereby  
certify:

That I reported the proceedings in the  
within entitled matter, and that the within  
transcript is a true record of said proceedings.

I further certify that I am not related  
to any of the parties to this action by blood or  
marriage, and that I am in no way interested in  
the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto set  
my hand this 15TH day of May, 2008.

VALERIE TATAVITTO  
NOTARY PUBLIC

A			
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